

JUN 27 '07

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

June 27, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of June 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Number 15883.

The names and addresses of the parties to the enclosed document are:

Assignor: PBG Equipment Trust  
by Wilmington Trust Company, not in its  
individual capacity, but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

Assignee: Compass Rail X Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111

Mr. Vernon A. Williams  
June 27, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

366 hopper railcars within the series DEGX 88001 – DEGX 88400 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUN 27 '07

3-15 PM

MEMORANDUM OF ASSIGNMENT OF LEASE

As of June 27, 2007

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is intended to evidence the assignment by PBG Equipment Trust, a Delaware common law trust ("Assignor"), to and assumption by COMPASS RAIL X CORPORATION, a California corporation ("Assignee"), of the lease of railroad equipment specified on Schedule 1 hereto (the "Lease") covering the cars specified on Schedule 1 hereto (the "Cars"). The Cars are leased to the lessee specified on Schedule 1 hereto (the "Lessee"). The assignment and assumption is effective as of the date specified above.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

It is expressly understood and agreed by the parties hereto that (a) this Memorandum of Lease Assignment has been executed and delivered by Wilmington Trust Company, not individually or personally but solely as Trustee of the Seller (in such capacity, the "Trustee") in the exercise of the powers and authority conferred and vested in it as Trustee under the Trust Agreement of the Seller, (b) each of the representations, undertakings and agreements made on the part of the Seller herein are made and intended not as personal representations, undertakings and agreements by Wilmington Trust Company but are made and intended for the purpose of binding only the Seller, (c) nothing contained herein shall be construed as creating any liability on Wilmington Trust Company, individually or personally, to perform any covenants either expressed or implied contained herein, and (d) under no circumstances shall Wilmington Trust Company be personally liable for the payment of any indebtedness or expenses of the Seller or be liable for the breach or failure of any obligation, representation, warranty or covenant made or undertaken by the Seller under this Memorandum of Lease Assignment.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

PBG EQUIPMENT TRUST

BY: WILMINGTON TRUST COMPANY, NOT IN ITS  
INDIVIDUAL CAPACITY, BUT SOLELY AS TRUSTEE

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

  
Erwin M. Soriano

Assistant Vice President

State of: Delaware )  
County of: New Castle )

On this 26<sup>th</sup> day of June, 200\_, before me personally appeared Louis M. Soriano to me personally known, who being by me duly sworn says that such person is AVP of Wilmington Trust Company, , that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susanne M. Gula  
Notary Public

My commission expires \_\_\_\_\_

SUSANNE M. GULA

Notary Public - State of Delaware

My Comm. Expires Nov. 21, 2007

**ASSIGNEE:**

Compass Rail X Corporation

By: \_\_\_\_\_  
Title: \_\_\_\_\_

State of California )  
County of San Francisco )

On this \_\_\_\_ day of \_\_\_\_\_, 200\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that such person is \_\_\_\_\_ of Compass Rail X Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public  
My commission expires \_\_\_\_\_

State of: )  
County of: )

On this \_\_\_\_ day of \_\_\_\_\_, 200\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that such person is \_\_\_\_\_ of Wilmington Trust Company, , that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public  
My commission expires \_\_\_\_\_

**ASSIGNEE:**

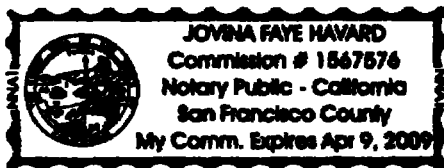
Compass Rail X Corporation

By: Stephen C. Bleneman  
Title: President

State of California )  
County of San Francisco )

On this 25 day of June, 2007 before me personally appeared Stephen Bleneman, to me personally known, who being by me duly sworn says that such person is President of Compass Rail X Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jovina Faye Havard  
Notary Public  
My commission expires 4-9-09



**SCHEDULE 1**  
to Memorandum of Assignment of Lease:

**Railcars Subject to this Schedule:** Three hundred sixty-six (366)-Quick Dump, Rapid Discharge II, aluminum hopper cars 3,850 cu. ft. capacity built in 1988 by Trinity Industries with the following car marks and numbers:

<b>0053215-801</b>			<b>0053215-802</b>			<b>0053215-803</b>			<b>0053215-804</b>		
<b>DEGX</b>	<b>88001</b>	<b>88051</b>	<b>DEGX</b>	<b>88002</b>	<b>88153</b>	<b>DEGX</b>	<b>88201</b>	<b>88253</b>	<b>DEGX</b>	<b>88288</b>	<b>88353</b>
	88003	88052		88080	88154		88202	88254		88289	88354
	88004	88053		88094	88155		88203	88255		88290	88355
	88006	88054		88099	88156		88204	88256		88304	88356
	88007	88055		88101	88157		88206	88257		88305	88357
	88008	88057		88108	88158		88208	88258		88306	88358
	88009	88058		88109	88159		88209	88259		88307	88359
	88010	88060		88110	88160		88210	88260		88308	88360
	88011	88061		88111	88161		88211	88261		88309	88361
	88012	88062		88112	88162		88212	88262		88310	88362
	88013	88063		88113	88163		88213	88263		88311	88363
	88014	88064		88114	88166		88214	88264		88313	88364
	88015	88065		88115	88167		88215	88265		88314	88365
	88016	88066		88116	88168		88216	88266		88315	88366
	88017	88067		88117	88169		88217	88267		88316	88367
	88018	88068		88118	88170		88218	88268		88317	88368
	88019	88069		88119	88171		88219	88269		88318	88369
	88020	88070		88120	88172		88220	88271		88319	88370
	88021	88071		88121	88173		88221	88273		88320	88372
	88022	88072		88122	88174		88222	88274		88321	88373
	88023	88073		88123	88175		88223	88275		88322	88374
	88024	88074		88124	88176		88224	88276		88323	88375
	88025	88075		88125	88177		88225	88278		88324	88376
	88026	88077		88126	88178		88226	88279		88325	88377
	88027	88078		88127	88179		88227	88280		88326	88378
	88028	88079		88128	88180		88228	88281		88327	88380
	88029	88081		88129	88181		88230	88282		88328	88381
	88030	88082		88130	88182		88231	88283		88329	88382
	88031	88083		88131	88183		88232	88285		88330	88383
	88032	88084		88132	88184		88233	88286		88331	88384
	88033	88085		88133	88185		88234	88287		88332	88385
	88034	88086		88134	88186		88235	88291		88333	88386
	88035	88087		88135	88187		88236	88292		88334	88387
	88036	88088		88136	88188		88237	88293		88336	88388
	88037	88089		88137	88189		88238	88294		88338	88389
	88038	88090		88138	88191		88239	88295		88339	88390

**0053215-801**

**0053215-802**

**0053215-803**

**0053215-804**

88039 88091  
88040 88092  
88041 88095  
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88242 88298  
88245 88299  
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88347 88396  
88348 88397  
88349 88398  
88350 88399  
88351 88400  
88352

Initial Lessee of the Cars:

Mississippi Power Company

Lease Dated:

December 13, 1991

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/27/07



\_\_\_\_\_  
Robert W. Alvord